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9 *Counsel for Plaintiffs and [Proposed] Co-Lead Counsel*

10 [Additional Counsel on Signature Page]

11
12 **UNITED STATES DISTRICT COURT**
NORTHERN DISTRICT OF CALIFORNIA

13 DALTON DOUGLAS, derivatively on behalf
14 of DOXIMITY, INC.,

15 Plaintiff,

16 v.

17 JEFFREY TANGNEY, ANNA BRYSON,
REGINA BENJAMIN, M.D., TIMOTHY
18 CABRAL, KEVIN SPAIN, KIRA
WAMPLER, and PHOEBE YANG,

19 Defendants,

20 and

21 DOXIMITY, INC.,

22 Nominal Defendant.

Case No. 5:24-CV-02801-EKL

**STIPULATION AND [PROPOSED]
ORDER LIFTING THE STAY IN THE
FIRST ACTION, CONSOLIDATING
THE RELATED DERIVATIVE
ACTIONS, APPOINTING CO-LEAD
COUNSEL FOR PLAINTIFFS, AND
STAYING THE CONSOLIDATED
DERIVATIVE ACTION**

The Hon. Eumi K Lee

1 STEPHEN BUSHANSKY, derivatively on
2 behalf of Nominal Defendant DOXIMITY,
3 INC.,

4 Plaintiff,

5 v.

6 JEFFREY TANGNEY, ANNA BRYSON,
7 REGINA BENJAMIN, M.D., TIMOTHY
8 CABRAL, KEVIN SPAIN, KIRA
9 WAMPLER, and PHOEBE YANG,

10 Defendants,

11 and

12 DOXIMITY, INC.,

13 Nominal Defendant.

14 Case No. 3:24-cv-06459-MMC

15 Pursuant to Rule 42(a) of the Federal Rules of Civil Procedure (“Rule 42(a)”) and Civil
16 Local Rule 7-12, Plaintiffs Dalton Douglas (“Douglas”) and Stephen Bushansky (“Bushansky”
17 and together with Douglas, “Plaintiffs”), Defendants Jeffrey Tangney, Anna Bryson, Regina
18 Benjamin, M.D., Timothy Cabral, Kevin Spain, Kira Wampler, and Phoebe Yang (the “Individual
19 Defendants”), and Nominal Defendant Doximity, Inc. (“Doximity” and together with the
20 Individual Defendants, “Defendants”), by and through their undersigned counsel of record, submit
21 the following stipulation and proposed order to (i) lift the stay in the first action for the limited
22 purposes outlined herein, (ii) consolidate the related derivative actions, (iii) appoint Co-Lead
23 Counsel for Plaintiffs in the consolidated derivative action, and (iv) finally, to stay the consolidated
24 derivative action:

25 WHEREAS, on May 9, 2024, Plaintiff Douglas filed a stockholder derivative action in this
26 Court on behalf of Doximity against the Individual Defendants alleging, *inter alia*, violations of
27 Sections 14(a), 10(b), and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”),
28 breaches of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, waste of
corporate assets, and for contribution against Defendants Tangney and Bryson under Sections

1 10(b) and 21D of the Exchange Act, captioned *Douglas v. Tangney, et al.*, Case No. 5:24-cv-
2 02801-EKL (N.D. Cal.) (the “*Douglas Action*”);

3 WHEREAS, on September 13, 2024, Stephen Bushansky filed a stockholder derivative
4 action in this District Court on behalf of Doximity against the Individual Defendants alleging, *inter*
5 *alia*, violations of federal securities laws and breaches of fiduciary duty based upon the same facts
6 and circumstances underlying the *Douglas Action*, captioned *Bushansky v. Tangney, et al.*, Case
7 No. 3:24-cv-06459-MMC (N.D. Cal.) (the “*Bushansky Action*” and together with the *Douglas*
8 Action, the “Derivative Actions”);

9 WHEREAS, the Derivative Actions involve overlapping parties and factual allegations
10 with a related federal securities class action first filed on April 17, 2024 in this Court, captioned
11 *In re Doximity, Inc., Sec. Litig.*, Case No. 5:24-cv-02281-EKL (the “Securities Class Action”);

12 WHEREAS, in the Securities Class Action, which is pending before the Court, the Lead
13 Plaintiff has been appointed, an amended complaint was filed on October 4, 2024, and Defendants
14 are scheduled to file their motion to dismiss by December 3, 2024;

15 WHEREAS, counsel for Plaintiffs and Defendants (the “Parties”) have conferred regarding
16 the Derivative Actions and appropriate case management thereof;

17 WHEREAS, Rule 42(a) provides that when actions involve “a common question of law or
18 fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions;
19 (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

20 WHEREAS, the Court Related the *Douglas Action* with the Securities Class Action;

21 WHEREAS, the Court Stayed the *Douglas Action* on July 25, 2024 (the “Stay”) (*Douglas*
22 Action, DKT No. 26-1);

23 WHEREAS, the Parties agree that the Derivative Actions should be consolidated for all
24 purposes, including pre-trial proceedings and trial, into a single consolidated action (hereinafter
25 referred to as the “Consolidated Derivative Action”), in order to avoid duplication of effort and
26 potentially conflicting results, and to conserve party and judicial resources;

WHEREAS, the Parties agree that the Stay of the *Douglas* Action should be lifted for the limited purpose of facilitating the consolidation of the Derivative Actions;

WHEREAS, based upon the overlapping parties and factual allegations contained in the Derivative Actions and the Securities Class Action, and to avoid the unnecessary expenditure of judicial resources, the Parties have agreed, subject to this Court's approval, to reimpose the Stay in the *Douglas* Action in these proceedings in the Consolidated Derivative Action given the schedule for the defendants to file a motion to dismiss in the Securities Class Action; and

WHEREAS, Plaintiffs submit it would serve the interests of judicial economy and efficiency to appoint Co-Lead Counsel for the Consolidated Derivative Action;

WHEREAS, Doximity and Defendants take no position on the appointment of leadership for the Consolidated Derivative Action;

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the Parties, through their respective counsel of record, as follows:

1. The Stay in the *Douglas* Action is temporarily lifted for the limited purpose of the filing of, and ruling by the Court on this stipulation.

2. The Derivative Actions are hereby consolidated for all purposes, including pre-trial proceedings and trial, into the Consolidated Derivative Action.

3. Every pleading filed in the Consolidated Derivative Action, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE DOXIMITY, INC. STOCKHOLDER
DERIVATIVE LITIGATION) Lead Case No. 5:24-CV-02801-EKL
This Document Relates To:)
ALL ACTIONS.) (Consolidated with Case No. 3:24-CV-6459-
MMC))

1 4. The files of the Consolidated Derivative Action shall be maintained in one file
2 under Master File No. 5:24-CV-02801-EKL.

3 5. This Order shall apply to each purported derivative action arising out of the same
4 or substantially the same transactions or events as the Consolidated Derivative Action that is
5 subsequently filed in, removed to, or transferred to this Court.

6 6. When a case which properly belongs as part of *In re Doximity, Inc. Stockholder*
7 *Derivative Litigation*, Lead Case No. 5:24-CV-02801-EKL, is hereafter filed in, removed to, or
8 transferred to this Court, counsel for the Parties shall call such filing, removal, or transfer to the
9 attention of the Clerk of the Court for purposes of moving the Court for an order consolidating
10 such case(s) with *In re Doximity, Inc. Stockholder Derivative Litigation*, Lead Case No. 5:24-CV-
11 02801-EKL.

12 ADDITIONALLY, IT IS HEREBY STIPULATED AND AGREED by Plaintiffs, through
13 their respective counsel of record, as follows:

14 7. Co-Lead Counsel for plaintiffs for the conduct of the Consolidated Derivative
15 Action shall be:

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8. Plaintiffs' Co-Lead Counsel shall have the sole authority to speak for Plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

9. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Co-Lead Counsel.

10. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs.

FINALLY, IT IS HEREBY STIPULATED AND AGREED by the Parties, through their respective counsel of record, as follows:

11. All proceedings in the Consolidated Derivative Action, including all deadlines, hearings, and conferences, will be stayed according to the terms of and during the pendency of the Stay in the *Douglas* Action (DKT No. 26-1).

12. The Parties reserve all rights.

IT IS SO STIPULATED.

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2
3 Respectfully submitted
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8 Dated: October 9, 2023
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12 By: */s/ Robert C. Moest*
13 Robert C. Moest, Of Counsel (SBN 62166)
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34 *Counsel for Plaintiff Dalton Douglas and*
35 *[Proposed] Co-Lead Counsel for Plaintiffs*
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37

38 Dated October 9, 2023
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42 By: */s/Joel E. Elkins*
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75 *Counsel for Plaintiff Stephen Bushansky and*
76 *[Proposed] Co-Lead Counsel for Plaintiffs*
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1 Dated: October 9, 2024

2 By: /s/ *Stephen P. Blake*
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16 *Counsel for Defendants Doximity, Inc., Jeffrey*
17 *Tangney, Anna Bryson, Regina Benjamin,*
18 *M.D., Timothy Cabral, Kevin Spain, Kira*
19 *Wampler, and Phoebe Yang*

20 **ECF ATTESTATION**

21 Pursuant to Civil Local Rule 5-1(h)(3), I attest that the concurrence in the filing of this
22 document has been obtained from all other signatories.

23 Dated: October 9, 2024

24 _____/s/ *Joel E. Elkins*

25 JOEL E. ELKINS

26 * * *

27 **[PROPOSED] ORDER**

28 PURSUANT TO STIPULATION, IT IS SO ORDERED.

29 Dated: _____, 2024

30 _____
31 Hon. Eumi K Lee
32 United States District Judge